

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BURGERFI INTERNATIONAL, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12017 (CTG)

(Joint Administration Requested)

Related Docket No. 19

**NOTICE OF REVISED PROPOSED ORDER
GRANTING DEBTORS' FIRST OMNIBUS REJECTION MOTION**

PLEASE TAKE NOTICE that the debtors and debtors in possession in the above-captioned cases (the “**Debtors**”) have filed that certain *First Omnibus Motion for Entry of an Order (I) Authorizing (A) Rejection of Certain Unexpired Leases and (B) Abandonment of Certain Personal Property in Connection Therewith, Each Effective as of the Petition Date; and (II) Granting Certain Related Relief* [Docket No. 19] (the “**First Omnibus Rejection Motion**”).

PLEASE TAKE FURTHER NOTICE that the Debtors have received certain informal comments to the form of proposed order that was filed with the First Omnibus Rejection Motion (the “**Rejection Order**”) and the schedule of leases thereto (the “**Rejection Schedule**”).

PLEASE TAKE FURTHER NOTICE that a revised proposed form of Rejection Order addressing the comments received is attached hereto as **Exhibit A**, and a redline of this revised Proposed Order over the form previously filed is attached hereto as **Exhibit B**.

¹ The last four digits of the tax identification number of BurgerFi International, Inc. and of Anthony’s Pizza Holding Company, LLC are 8815 and 4718, respectively. A list of all Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, is available at <https://cases.stretto.com/BFI>. The Debtors’ mailing address is 200 E Las Olas Blvd, Suite 1400, Fort Lauderdale, FL 33301.

PLEASE TAKE FURTHER NOTICE that a revised Rejection Schedule is attached hereto as **Exhibit C**, and a redline of the schedule previously filed with the First Omnibus Rejection Motion is attached hereto as **Exhibit D**.

PLEASE TAKE FURTHER NOTICE that copies of the First Omnibus Rejection Motion and all other documents in the above-captioned cases are available free of charge at <https://cases.stretto.com/BFI>.

Dated: October 14, 2024
Wilmington, Delaware

RAINES FELDMAN LITTRELL LLP

/s/ Thomas J. Francella, Jr.

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Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BURGERFI INTERNATIONAL, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12017 (CTG)

(Jointly Administered)

**ORDER (I) AUTHORIZING (A) REJECTION OF CERTAIN
UNEXPIRED LEASES AND (B) ABANDONMENT OF CERTAIN PERSONAL
PROPERTY IN CONNECTION THEREWITH, EACH EFFECTIVE AS OF THE
PETITION DATE; AND (II) GRANTING CERTAIN RELATED RELIEF**

Upon the motion (the “**Motion**”)² of the Debtors for entry of an order (this “**Order**”) (i) authorizing (a) rejection of certain Leases, as set forth on **Exhibit 1** attached hereto, and abandonment of certain Personal Property in connection therewith, each effective as of September 30, 2024; and (ii) granting certain related relief, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of these cases and this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that Debtors’ notice of the Motion and

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² Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Motion.

opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “**Hearing**”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Pursuant to section 365 of the Bankruptcy Code, each of the Leases set forth on **Exhibit 1** attached hereto is rejected effective as of the Petition Date.
3. Pursuant to section 554(a) of the Bankruptcy Code, any Personal Property of the Debtors remaining at the Premises as of Petition Date is deemed abandoned by the Debtors as of such date. Any Landlord with respect to the applicable Premises shall be free, notwithstanding the automatic stay, to use or dispose of the abandoned Personal Property without notice or liability to the Debtors or any consenting third party, and without further notice or order of the Court, [except as otherwise provided herein below as to the Ecolab Property \(defined below\)](#), and the applicable Landlord’s rights, if any, to file a claim for the costs of disposal of such property are fully reserved, as are the rights of any party in interest to object to such claims. [Except as otherwise provided herein with regard to the Ecolab Property](#), Landlords shall not be liable to the Debtors or any third parties for the disposition of any and all of the Debtors’ Personal Property remaining on the Premises after the Petition Date.
4. [Notwithstanding any other provision of this Order, Ecolab Inc.’s rights and interests in and to equipment owned by Ecolab and leased or loaned by Ecolab to the Debtors \(the](#)

“Ecolab Property”) and located at the Premises are and shall be preserved, and nothing in this Order shall be deemed to extinguish or limit Ecolab’s rights in and to the Ecolab Property. Notwithstanding the automatic stay, Ecolab shall be free to recover and to dispose of the abandoned Ecolab Property without notice or liability to the Debtors or their estates and without further notice or order of the Court.

5. To the extent not previously provided, within one (1) business day of the entry of this Order, the Debtors shall provide each of the Landlords with a list of the entities that may have an interest in any property remaining at the applicable Premises.

6. To the extent that any Personal Property contains “personally identifiable information,” as that term is defined in section 101(41A) of the Bankruptcy Code, or other significant personal and confidential information that identifies any employee or customer of the Debtors, the Debtors shall remove all such information before abandoning such Personal Property.

7. Nothing contained in the Motion or this Order is intended to be or shall be construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the Debtors’ or any appropriate party in interest’s rights to dispute the amount of, basis for, or validity of any claim against the Debtors, a waiver of any claims or causes of action that may exist against any creditor or interest holder, or (c) an approval, assumption, or adoption of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code.

8. The deadline to file a proof of claim arising from the rejection of a Lease shall be the date fixed by this Court as the deadline to file general unsecured proofs of claim in these chapter 11 cases.

9. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted pursuant to this Order.

10. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Exhibit 1

Lease Rejection Schedule

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

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Debtors.

Chapter 11

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PETITION DATE; AND (II) GRANTING CERTAIN RELATED RELIEF**

Upon the motion (the “**Motion**”)² of the Debtors for entry of an order (this “**Order**”) (i) authorizing (a) rejection of certain Leases, as set forth on **Exhibit 1** attached hereto, and abandonment of certain Personal Property in connection therewith, each effective as of September 30, 2024; and (ii) granting certain related relief, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of these cases and this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other

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² Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Motion.

notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “**Hearing**”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
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4. Notwithstanding any other provision of this Order, Ecolab Inc.’s rights and interests in and to equipment owned by Ecolab and leased or loaned by Ecolab to the Debtors (the “Ecolab Property”) and located at the Premises are and shall be preserved, and nothing in this

Order shall be deemed to extinguish or limit Ecolab's rights in and to the Ecolab Property. Notwithstanding the automatic stay, Ecolab shall be free to recover and to dispose of the abandoned Ecolab Property without notice or liability to the Debtors or their estates and without further notice or order of the Court.

5. ~~4.~~ To the extent not previously provided, within one (1) business day of the entry of this Order, the Debtors shall provide each of the Landlords with a list of the entities that may have an interest in any property remaining at the applicable Premises.

6. ~~5.~~ To the extent that any Personal Property contains “personally identifiable information,” as that term is defined in section 101(41A) of the Bankruptcy Code, or other significant personal and confidential information that identifies any employee or customer of the Debtors, the Debtors shall remove all such information before abandoning such Personal Property.

7. ~~6.~~ Nothing contained in the Motion or this Order is intended to be or shall be construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the Debtors’ or any appropriate party in interest’s rights to dispute the amount of, basis for, or validity of any claim against the Debtors, a waiver of any claims or causes of action that may exist against any creditor or interest holder, or (c) an approval, assumption, or adoption of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code.

8. ~~7.~~ The deadline to file a proof of claim arising from the rejection of a Lease shall be the date fixed by this Court as the deadline to file general unsecured proofs of claim in these chapter 11 cases.

9. ~~8.~~ The Debtors are authorized and empowered to take all actions necessary to implement the relief granted pursuant to this Order.

10. ~~9.~~ The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Exhibit 1

Lease Rejection Schedule

EXHIBIT C

| Landlord | Store No. | Facility Name | Brand | Facility Address | City | State |
|----------------------------------|-----------|--|-----------|---|-------------------|-------|
| 9-27 NATICK LLC | 1080 | Natick | Anthony's | 219 N Main St, Suite A-104 | Natick | MA |
| Atlantic Commons Commercial, LLC | 97 | Delray Beach-West Atlantic Ave | BurgerFi | 7959 W Atlantic Ave, Suite 201 | Delray Beach | FL |
| Bond Street Fund 16, LLC | 173 | Hendersonville | BurgerFi | 271 Indian Lake Blvd., Suite 130 | Hendersonville | TN |
| CAUSEWAY SQUARE LLC | 165 | Jupiter-Indiantown Rd | BurgerFi | 6230 W Indiantown Rd | Jupiter | FL |
| CENTRE SQUARE COMMONS POWER | 1077 | Blue Bell | Anthony's | 960 Dekalb Pike, Unit 600 | Blue Bell | PA |
| CLIFTON LIFESTYLE CENTER LLC | 1041 | Clifton | Anthony's | 852 NJ-3 | Clifton | NJ |
| Creekside East Inc | 93 | North Naples-Immokalee | BurgerFi | 1514 Immokalee Rd, Unit 101 | Naples | FL |
| DENO DIKEOU TRUST | 1050 | Altamonte Springs | Anthony's | 420 E Altamonte Dr, Suite 1020 | Altamonte Springs | FL |
| FAIRMONT RESIDENTIAL OWNER LLC | 1084 | Bethesda | Anthony's | 7776 Norfolk Ave | Bethesda | MD |
| FEDERAL REALTY INVESTMENT TRUST | 1072 | Wynnewood | Anthony's | 50 E Wynnewood Rd | Wynnewood | PA |
| FEDERAL REALTY INVESTMENT TRUST | N/A | Wynnewood - Storage Shed License Agreement | Anthony's | 50 E Wynnewood Rd | Wynnewood | PA |
| GARDEN CITY OWNER LLC | 1078 | Cranston | Anthony's | 220 Hillside Rd | Cranston | RI |
| KENSA CRANBERRY ASSOCIATES LP | 1056 | Cranberry | Anthony's | 2045 Mackenzie Way | Cranberry Twp | PA |
| KRG Eagle Creek LLC | 57 | Naples Tamiami | BurgerFi | 12712 Tamiami Trail East | Naples | FL |
| PALM BEACH MARKETPLACE LLC | 1085 | West Palm Beach | Anthony's | 1900 Okeechobee Blvd | West Palm Beach | FL |
| Real Sub, LLC | 172 | Odessa | BurgerFi | 16120 Preserve Markteplace Blvd | Odessa | FL |
| RK Centers | 208 | Hallandale | BurgerFi | 1955 E. Hallandale Beach Blvd., First Floor | Hallandale Beach | FL |
| Regency Centers Corporation | 163 | Neptune Beach-Seminole Shoppes | BurgerFi | 628-3 Atlantic Blvd #1 | Neptune Beach | FL |
| TA Pines City Center LLC | 141 | Pembroke Pines-City Center | BurgerFi | 10590 Pines Blvd, Unit P1A | Pembroke Pines | FL |
| Waverly Realty LLC | 176 | Tampa-Westchase | BurgerFi | 10647 Sheldon Road | Tampa | FL |

EXHIBIT D

| Landlord | Store No. | Facility Name | Brand | Facility Address | City | State |
|---|-----------|---|----------------------|--|----------------------------|---------------|
| 200-W Cypress Creek Holdings LLC | 100 | Corporate Office | n/a | 200-W Cypress Creek Rd, Suite 220 | Fort Lauderdale | FL |
| 9-27 NATICK LLC | 1080 | Natick | Anthony's | 219 N Main St, Suite A-104 | Natick | MA |
| Atlantic Commons Commercial, LLC | 97 | Delray Beach-West Atlantic Ave | BurgerFi | 7959 W Atlantic Ave, Suite 201 | Delray Beach | FL |
| Bond Street Fund 16, LLC | 173 | Hendersonville | BurgerFi | 271 Indian Lake Blvd., Suite 130 | Hendersonville | TN |
| CAUSEWAY SQUARE LLC | 165 | Jupiter-Indiantown Rd | BurgerFi | 6230 W Indiantown Rd | Jupiter | FL |
| CENTRE SQUARE COMMONS POWER | 1077 | Blue Bell | Anthony's | 960 Dekalb Pike, Unit 600 | Blue Bell | PA |
| CENTRE SQUARE COMMONS POWER CLIFTON LIFESTYLE CENTER LLC | 1041 | Clifton | Anthony's | 852 NJ-3 | Clifton | NJ |
| CLIFTON LIFESTYLE CENTER LLC Creekside East Inc | 93 | North Naples-Immokalee | BurgerFi | 1514 Immokalee Rd, Unit 101 | Naples | FL |
| Creekside East Inc DENO DIKEOU TRUST | 1050 | Altamonte Springs | Anthony's | 420 E Altamonte Dr, Suite 1020 | Altamonte Springs | FL |
| DENO DIKEOU TRUST FAIRMONT RESIDENTIAL OWNER LLC | 1084 | Bethesda | Anthony's | 7776 Norfolk Ave | Bethesda | MD |
| FAIRMONT RESIDENTIAL OWNER LLC FEDERAL REALTY INVESTMENT TRUST | 1072 | Wynnewood | Anthony's | 50 E Wynnewood Rd | Wynnewood | PA |
| FEDERAL REALTY INVESTMENT TRUST | N/A | Wynnewood - Storage Shed License Agreement | Anthony's | 50 E Wynnewood Rd | Wynnewood | PA |
| FEDERAL REALTY INVESTMENT TRUST GARDEN CITY OWNER LLC | 1078 | Cranston | Anthony's | 220 Hillside Rd | Cranston | RI |
| GARDEN CITY OWNER LLC KENSA CRANBERRY ASSOCIATES LP | 1056 | Cranberry | Anthony's | 2045 Mackenzie Way | Cranberry Twp | PA |
| KENSA CRANBERRY ASSOCIATES LP KRG Eagle Creek LLC | 57 | Naples Tamiami | BurgerFi | 12712 Tamiami Trail East | Naples | FL |
| PALM BEACH MARKETPLACE LLC | 1085 | West Palm Beach | Anthony's | 1900 Okeechobee Blvd | West Palm Beach | FL |
| Real Sub, LLC | 172 | Odessa | BurgerFi | 16120 Preserve Markteplace Blvd | Odessa | FL |
| Regency RK Centers Corporation | 208 | Hallandale | BurgerFi | 1955 E. Hallandale Beach Blvd., First Floor | Hallandale Beach | FL |
| RK Regency Centers Corporation | 163 | Neptune Beach-Seminole Shoppes | BurgerFi | 628-3 Atlantic Blvd #1 | Neptune Beach | FL |
| TA Pines City Center LLC | 141 | Pembroke Pines-City Center | BurgerFi | 10590 Pines Blvd, Unit P1A | Pembroke Pines | FL |

| | | | | | | |
|--------------------|-----|-----------------|----------|--------------------|-------|----|
| Waverly Realty LLC | 176 | Tampa-Westchase | BurgerFi | 10647 Sheldon Road | Tampa | FL |
|--------------------|-----|-----------------|----------|--------------------|-------|----|